IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

AMERICAN WASTE MANAGEMENT AND RECYCLING, LLC.

Plaintiff

v.

CEMEX PUERTO RICO; ET AL.

Defendants

CASE NO. 07-1658 (JAF)

BRIEF REPLY TO AWMR'S OPPOSITION TO DEFENDANT ECOTERRA'S MOTION TO DISMISS

TO THE HONORABLE COURT

COMES NOW, Defendant CANOPY ECOTERRA CORP. (hereinafter "ECOTERRA") through the undersigned counsel, reserving all defenses, including improper service of process and lack of personal jurisdiction, and very respectfully state and pray as follows:

I. Introduction

On July 23, 2007, Plaintiff, American Waste Management and Recycling, LLC. (hereinafter "AWMR"), presented the captioned Complaint claiming breach of contract, collection of monies and damages.

Defendant Ecoterra, moved to dismiss the Verified Complaint pursuant to Fed.R.Civ.P. 12(b)(1) & (2) because AWMR lacks

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standing to bring the present suit inasmuch as state law bars a foreign corporation from initiating any action in the Commonwealth when said corporation has conducted business in Puerto Rico without being authorized to do so (Dkt. 17). AWMR filed its opposition on September 12 (Dkt. 26).

II. Argument

AWMR's main argument in its opposition to Ecoterra's Motion to Dismiss is twofold. First, it alleges that dismissal is not warranted as the Puerto Rico General Corporations Act of 1995 ("GCA"), *14 P.R. Laws Ann. §§2601 et seq.*, allows a foreign corporation to continue a civil litigation even if, as is the case with AWMR, it obtains a certificate from the Puerto Rico State Department to do business in the island after initiating the litigation in Court. Its second argument is that dismissal is also not warranted as the GCA permits the Court to decide if the certificate is necessary and then decide if the proceedings would be stayed until such time the corporation secures such authorization.

In any case, and without waiving the arguments presented in Ecoterra's Motion to Dismiss, AWMR is yet to present a certificate authorizing it to do business in Puerto Rico. A simple review of Exhibit 1 at Dkt. 26, merely shows that during after-hours of September 11, 2007 AWMR filed its application for a "Certificated[sic] of Authorization to do Business of a Foreign Corporation".

Ecoterra respectfully submits to this Court, that the application is far from being a certificate and for AWMR to be certified to do business in Puerto Rico. As such, and in the alternative then, the proceedings shall be stayed until such time the State Department issues the corresponding certificate and is submitted by AWMR to this Court.

Needless to say, AWMR by its own admissions engaged in business transactions in Puerto Rico with Ecoterra without the proper authorization to do business in the Commonwealth of Puerto Rico.

WHEREFORE, Ecoterra respectfully requests that this Honorable Court move to DISMISS WITH PREJUDICE the captioned Verified Complaint or, in the alternative, to stay this proceedings until such time as AWMR files with this Court a certificate authorizing it to do business in Puerto Rico as a foreign corporation.

I hereby certify that on September 24, 2007, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to all counsel of record.

RESPECTFULLY SUBMITTED. At San Juan, Puerto Rico, this 24th day of September, 2007.

S/ ANTONIO VALIENTE

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USDC-PR No. 213906

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